

**BYLAWS OF
BLAINE SOCCER CLUB**

**ARTICLE I
CORPORATE SEAL**

Section 1. The corporation shall not have a corporate seal.

**ARTICLE II
MEMBERS**

Section 2.1. Definitions. This corporation shall have two classes of Members.

Section 2.1.1. Full Member. A full member is each parent or legal guardian of a child who has satisfied his or her registration fee for, and participates in, that years' Blaine Soccer Club summer soccer season. The parent or legal guardian must be in good standing with the Blaine Soccer Club. A full member shall also include each coach selected or approved by the Blaine Soccer Club Board of Directors. An individual shall remain a Full Member until the last date for registration for the following summer soccer season, unless the Full Member is terminated sooner as provided allowed by law.

Section 2.1.2. Associate Member. An associate member shall consist of any person including past participants, paid personnel, referees, and sponsors approved by the Board of Directors as an Associate Member. Associate members may attend all membership meetings but shall not have a vote as a member of the Blaine Soccer Club.

Section 2.2. Meetings. The Members of the Blaine Soccer Club shall have the following meetings:

Section 2.2.1. Annual Meeting. An annual meeting of the Members of the Blaine Soccer Club shall be held as close to the fourth Monday of each September as the Board of Directors deems appropriate. The Board of Directors shall determine the location of the annual meeting. The Board of Directors shall give at least seven days advance notice to the Members of the date, time, and location of the annual meeting of the Board of Directors. The Board of Directors shall determine the best method to provide such notice.

Section 2.2.2 Special Meeting. The Board of Directors or President may call a special meeting of the Members by providing the Members at least a seven-day advance notice of such special meeting. The Board of Directors shall designate the date, time, and location of such special meetings.

Section 2.2.3 Quorum. A quorum for any meeting of the Members shall be at least 20 Full Members. In the event a quorum is not present, the Board of Directors may postpone the meeting until such time as a quorum is present.

Section 2.3 Membership Interest. The corporation shall not issue membership certificates or stock. No membership interest may be transferred.

Section 2.4 Dues, Assessments, or Fees. The corporation may levy dues, assessments, or fees upon its Members. The dues, assessments, or fees may be imposed upon all classes of Members alike or differently upon different classes of members. Members of one or more classes may be exempted. The Board of Directors shall be responsible for setting dues, assessments and fees.

Section 2.5 Termination. A member may not be expelled or suspended, and a membership may not be terminated or suspended, except pursuant to the procedure outlined herein which must be carried out in good faith. This section does not apply to the termination of a membership at the end of a fixed term.

Section 2.5.1. Authority. The Board of Directors shall determine if a Member shall be terminated or suspended. In the case of a suspension, the Board of Directors shall determine the extent and length of the suspension.

Section 2.5.2. Procedure. When determining if a Member is to be suspended or terminated, the Board of Directors shall take into consideration all of the relevant facts and circumstances. The Board of Directors shall provide to the affected Member:

- (a) not less than 15 days' prior written notice of the expulsion, suspension, or termination, and the reasons for it; and
- (b) an opportunity for the member to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension, or termination by a person authorized to decide that the proposed expulsion, termination, or suspension not take place.
- (c) a proceeding challenging an expulsion, suspension, or termination, including a proceeding in which defective notice is alleged, must be begun within one year after the effective date of the expulsion, suspension, or termination.

Section 2.5.3 Member Liability. The expulsion, suspension, or termination of a member does not relieve the Member from obligations the Member may have to the corporation for dues, assessments, or fees or charges for goods or services.

**ARTICLE III
BOARD OF DIRECTORS**

Section 3.1. Management. The business and charitable affairs of the corporation shall be managed by or under the direction of a Board of Directors elected by the affirmative vote of a majority of the Full Members present at a duly held meeting. The Board of Directors shall consist of seven individuals or as established from time to time by resolution of the Full Members.

Section 3.2. Term. The term of a member of the Board of Directors shall be two years.

Section 3.3. Eligibility. To serve as a member of the Board of Directors, a person must meet the following eligibility requirements:

- (a) Must not be an officer or director of any other athletic program.
- (b) Must be at least 21 years of age.
- (c) Must be a Full Member of the Blaine Soccer Club.

Section 3.4. Vacancy. A vacancy in the Board of Directors shall be filled by the majority vote of the remaining members of the Board of Directors. The term of office of the new director expires at the end of the unexpired term that the director is filling.

Section 3.5. Removal. A Director may only be removed by a three-fourths vote of all existing Full Members. Such vote for removal shall be taken at a regular or special meeting of the Members of the Blaine Soccer Club.

Section 3.6. Suspension. The Board of Directors may suspend a Director for malfeasance, violation of Blaine Soccer Club rules, or failure to attend two consecutive regular Board of Directors' meetings. The Board of Directors shall determine the terms and conditions of the suspension.

Section 3.7. Meetings. The Board of Directors shall meet on the first Sunday of each and every month and at such other times as the Board of Directors deems appropriate. The Board of Directors shall determine the meeting time and location. Except for the President, no single member of the Board of Directors may call a meeting of the Board of Directors.

Section 3.8. Quorum. A majority of the then existing members of the Board of Directors shall represent a quorum of the Board of Directors. In the event a quorum is not present at a meeting of the Board of Directors, the President may postpone such meeting until a quorum is present.

Section 3.9. Committees. The Board of Directors may appoint committees to act on matters on behalf of the Board of Directors.

ARTICLE IV OFFICERS

Section 4.1. Officers. The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer and such other officers as the Board of Directors may, from time to time, appoint. The Board of Directors may eliminate officers or may change an officer's job duties or title.

Section 4.2. Duties. The duties of the officers of this corporation shall be:

(a) President – The President shall preside at meetings of the Board of Directors and Members. The President shall be the chief executive officer of the corporation and shall be responsible for the day-to-day operations of the corporation. In addition, he or she shall perform such other duties as may be determined from time to time by the Board of Directors.

(b) Vice President – The Vice President shall have the duties and powers of the President in the President's absence.

(c) Secretary - The Secretary shall attend all meetings of the Board of Directors and any committee thereof, and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the Board of Directors. The Secretary shall work with the Club Registrar to keep a list of the Members of the Blaine Soccer Club.

(d) Treasurer - The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the corporation, and disbursing corporate funds as authorized. The Treasurer shall perform such other duties as may be determined from time to time by the Board of Directors.

Section 4.3. Salaries. There shall be no salary for Directors of the corporation as such service is voluntary.

Section 4.4. Directors. The President shall be a Member of the Board of Directors. All other officers may, but need not be, Members of the Board of Directors.

Section 4.5. Resignation. An officer may resign at any time by giving written notice to corporation. The resignation is effective without acceptance when the notice is to the corporation, unless a later effective date is named in the notice.

Section 4.6. Removal. Any officer may be removed, with or without cause, by the affirmative vote of a majority of the Directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

Section 4.7. Vacancy. A vacancy in an office because of death, resignation or removal may be filled by the Board of Directors.

ARTICLE V STANDARD OF CARE

Section 5.1. Standard of Care. It is the responsibility of each officer and director of this corporation to discharge his or her duties as a director in good faith, in a manner the person reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 5.2. Conflict of Interest. A contract or other transaction between this corporation and one or more of its directors, or between this corporation and an organization in or of which one or more of this corporation's directors, officers or legal representatives have a material financial interest, is not void or voidable because the director or directors or other organizations are parties or because the director or directors are present at the meeting of the Board of Directors or a committee at which the contract or transaction is authorized, approved or ratified, if

- (a) The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was fair and reasonable as to the corporation at the time it was authorized, approved or ratified; or

(b) The material facts as to the contract or transaction and as to the director's or directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote.

For the purposes of this Section:

- (a) A director does not have a material financial interest in a resolution fixing the compensation of another director as a director, officer, employee or agent of the corporation, even though the first director is also receiving compensation from the corporation; and
- (b) A director has a material financial interest in each organization in which the director, or the spouse, parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the directors, or any combination of them have a material financial interest.

ARTICLE VI FINANCE

Section 6.1. Collections. Any dues, fees, contributions, grants, bequests or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Directors.

Section 6.2. Deposits. All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board of Directors. All contracts, checks and orders for the payment, receipt or deposit of money and access to securities of the corporation shall be as provided by the Board of Directors.

Section 6.3. Budget. The annual budget of estimated income, income expense, and capital expense shall be approved by the Board of Directors.

Section 6.4. Title to Property. Title to all property shall be held in the name of the corporation.

Section 6.5. Financial Statements. A summary report of the financial operation of the corporation shall be made by the Treasurer at least annually to the Board of Directors. The President and Treasurer shall endeavor to file all necessary tax returns and registration statements with applicable governmental authorities.

Section 6.6. Fiscal Year. The fiscal year of the corporation shall commence September 1st of each year unless changed by the Board of Directors.

ARTICLE VII INDEMNIFICATION

Section 7.1. To the full extent permitted by the Minnesota nonprofit corporation act, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and whosoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member, director or officer of the corporation, or he or she is or was serving at the specific request of the Board of Directors of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; Provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise.

Section 7.2. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

ARTICLE VIII AMENDMENT OF BYLAWS

Section 8.1. Amendment. At any regularly scheduled or special meeting of the Members, a majority of the members at such meeting may from time to time adopt, amend or repeal all or any of the Bylaws of this corporation.

ARTICLE IX MISCELLANEOUS

Section 9.1. Affiliation. The Blaine Soccer Club shall be affiliated with the United States Youth Soccer Association, the Minnesota Youth Soccer Association (MYSA), and the Minnesota Junior Soccer Association (MJSA). The Blaine Soccer Club shall endeavor to comply with the rules and regulations of the United States Youth Soccer Association (USYSA), the Minnesota Youth Soccer Association (MYSA), and the Minnesota Junior Soccer Association (MJSA).